

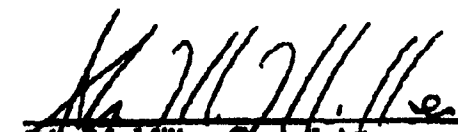
STATE OF OHIO)
)
COUNTY OF HANCOCK)

AFFIDAVIT

The undersigned states as follows:

1. My name is John M. Miller. I am over the age of 18 and am qualified to make this affidavit. I make this affidavit upon personal knowledge.
2. I am an attorney and in-house counsel for Marathon Oil Company ("Marathon").
3. I was involved in the preparation of a draft of a Legal Memorandum containing legal advice for the corporate restructuring of Marathon in 1992. I requested some Lists be prepared for my use in giving legal advice to the Restructuring Oversight Committee. These documents are the subject of plaintiff's motion to compel in this action.
4. I did not render business advice in the Memorandum and Lists. The Memorandum was merely a draft and the proposed Memorandum was never finalized or formally followed.
5. The Memorandum and Lists were treated as confidential documents.

Further Affiant saith not.


John M. Miller, General Attorney
Marathon Oil Company

Subscribed and Sworn to before me
this 13th day of September, 1994.


Notary Public

BRENDA L. BROWN
Notary Public, State of Ohio

My Commission Expires: My Commission Expires June 11, 1997

L90.34398.01

EXHIBIT "A"